

# **EXHIBIT D**



Message Certification

CREDIT SUISSE FIRST BOSTON

## MESSAGE FROM BRADY DOUGAN

To: All US Managing Directors

Date: February 21, 2005

## Update to Notice Requirement and Non-Solicit Provisions for MDs

Further to the announcement on December 23, 2004, we would like to provide you with additional details on the change in the existing Notice Requirement and Prohibition on Solicitation of Customers and Clients and Employees After Leaving for MDs.

Following a review of standard market practice among our competitors, CSFB decided to update these policies for MDs. The full text of these revised policies is set out on the tab of this Certification email. You are expected to certify that you have reviewed and acknowledged these policies by **March 15th**.

## A summary of the details follows:

- MDs will be required to provide the Company with 90 days' written notice of their resignation from the Company;
- MDs will be prohibited from soliciting employees, consultants or independent contractors, as well as customers or clients, of CSFB and its parents and affiliates for 90 days after termination of employment;
- These provisions will apply unless a longer period is required by applicable contract, agreement, policy, law or regulation;
- Finally, awards received under the Credit Suisse Group Master Share Plan may contain separate obligations for MDs.

Once you have reviewed these provisions, you are required to certify that you are familiar with them, that you understand them and that you agree to comply fully with them and to promote compliance with them among your colleagues and those you supervise. You do this by clicking the button at the bottom of the form. You must do this by March 15th. This will act as your signature and will also reflect your understanding of these new policies and agreement to be bound by them.

There will be a follow-up procedure to ensure that Human Resources receives all certifications, and senior management will be notified of the names of those MDs who fail to respond. Please read these new requirements and submit your agreement as soon as possible and no later than **March 15th**.

Brady Dougan



PROHIBITION ON SOLICITATION OF CUSTOMERS  
AND CLIENTS AND EMPLOYEES AFTER LEAVING  
FOR MANAGING DIRECTORS AS OF JANUARY 1, 2005

to facilitate a comparison of their employment. Managing Director's are 100% Dist from

Corporate Social Responsibility (CSR) is a business strategy that aims to maximize the company's profitability while also contributing to the well-being of society. CSR is a business strategy that aims to maximize the company's profitability while also contributing to the well-being of society. CSR is a business strategy that aims to maximize the company's profitability while also contributing to the well-being of society.

employment and related activities. In doing so, we are not creating an implied contract with a customer or customer representative. In some cases, we may engage the services of third parties ("third parties") to provide services to our customers. Third parties are not affiliated with us, and are not employees of the Group, where the identity of such customer representative or third party is not disclosed to the customer. In such cases, we are not responsible for the actions of such third parties. We are not responsible for the actions of our employees or third parties who are not acting in the course of their employment with the Group.

with the purpose of termination of employment, in fact, after expiration of an initial period of 60 days after the required 15-day advance notice period, termination of employment by "cause". The provision will apply in all 26 cantons, based on the principle of contact agreement with the law of regulation. In addition, advance notice under the Credit Suisse Staff Ordinance may contain separate provisions for Managing Directors.

I AGREE